

MARVEL
COMICS

X-MEN

AUG '96 335

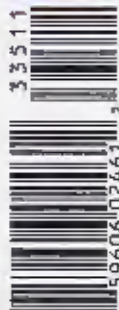
ONSLAUGHT
PHASE 1

THE UNCANNY

ONSLAUGHT
AND BEYOND
UPDATE INSIDE!



DIRECT EDITION



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FROM THE ONSLAUGHT...
AN APOCALYPSE COMES!

WOLVERINE
ONSLAUGHT

HE IS BLIND...
YET SEES ALL.

HIS HEART, IT IS SAID, IS MADE OF
THE MOST ANCIENT STONE... YET
OTHERS WILL SWEAR THAT HEATED
BLOOD ROARS THROUGH HIS VEINS.

HE IS BOTH BLESSED
AND CURSED WITH
ETERNAL LIFE.

HIS NAME IS
OZYMANDIRS.

ONCE UPON A TIME,
WHEN CIVILIZATION
WAS YOUNG, HE
FANCIED HIMSELF A
KING.

OVER THE
CENTURIES,
HOWEVER...

...HE REALIZED HOW
NAIVE HE WAS TO
PRESUME HE KNEW
ANYTHING ABOUT
POWER.

MASTER --

HE SPEAKS IN
A TONE HUSHED
BY FEAR AND
WONDER.

-- YOU
HAVE AT
LONG LAST
AWAKENED.

IMPORTANT!
YOU MUST READ *OTHER MIGHTY X-MEN* -
ON SALE NOW - BEFORE YOU EVEN
LOOK AT THIS ISSUE!

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YES,
OZYMANDIAS.

AFTER
TOO LONG A
SLEEP -- DEEP WITHIN
MY STRONGHOLD, ONCE
MORE REGENERATING,
HEALING --

---APOCALYPSE LIVES!

AMEN
TO THAT,
MILORD

IT WAS NOT
ALWAYS
THIS WAY.

WHEN THEY FIRST MET
UPON THE DESERT
SANDS OF EGYPT --
IN THE SHADOW OF THE
HALF-BUILT PYRAMIDS...

... OZYMANDIAS RULED,
AND IT WAS THE SLAVE
KNOWN AS EN SABAH
NUR WHO SERVED.

BUT THAT WAS BEFORE
THE GENETIC FURY RIPPED
FORTH FROM THE YOUNG
SLAVE.

BEFORE HE LEARNED
HE WAS A MUTANT.

BEFORE HE KNEW IT
WAS APOCALYPSE'S
DESTINY...

... TO SURVIVE.

stan lee presents: the uncanny x-men

lobdell. madureira. townsend. buccellato/team buccelstarkings/comicraft. horras



MUCH HAS
TRANSPIRED
DURING YOUR
SLUMBER.

MUCH
THAT EVEN I
COULD NOT
HAVE --

ENOUGH.

IT IS
ALL THERE UPON
THE TAPESTRY THAT
EXISTS IN YOUR
MIND.



COME.

IT HAS
BEEN TOO
LONG SINCE I
CAST MY EYES
TOWARD THE
HEAVENS.



XAVIER
HAS FALLEN FROM
GRACE.

WHERE
ONCE THERE WERE
TWO -- MAGNETO AND
PROFESSOR X --
NOW THERE IS
ONE.

THEY
STAND UNITED...
THEY ARE ONSLAUGHT...
TEETERING ON THE
PRECIPICE BETWEEN
MADNESS --

-- AND
OMNIPOTENCE.

IRONIC,
IS IT NOT?

THAT I
WOULD SPEND EVEN
A FRACTION OF MY
LONG LIFE DEDICATED
TO DESTROYING
THE DEFENDERS OF
THE WEAK --



-- THOSE
CALLED
X-MEN --

-- ONLY
TO LEARN THAT,
LEFT TO THEIR
OWN DEVICES, THEY
WOULD MORE
SOUNDLY DEFEAT
THEMSELVES.



IT CAN ONLY
MEAN ONE
THING.

THAT
THE AGE OF
WONDERS
NEARS ITS
END.

"AGE OF
WONDERS?"

THE
BRIEF ABERRATION
IN HISTORY WHEN
MERE HUMANS SHARE
IN THE GLORY OF
POWER BEYOND
THEIR KEN.



A TIME WHEN MEN FLEW
TO THE STARS AND FELL TO
EARTH AS GODS.

WHEN
THE FAVORED
SON OF IMMORTAL
ASGARD ONCE MORE
WALKED THE EARTH
AND EMBRACED
MORTALS --

-- AND
ASSEMBLAGES OF
"HEROES" GATHERED
TO AVENGE THOSE
UNABLE TO DEFEND
THEMSELVES.

HERE?
NOW?

HOW
CAN YOU
EVEN KNOW IT IS
ENDING...?

BECAUSE
OF MY "OLD
FRIEND"
HERE...



... WHOSE
VERY PRESENCE
SPEAKS VOLUMES MORE
THAN ANY WORDS HE IS
FORBIDDEN BY HIS
COSMIC BRETHREN
TO UTTER.

HE
IS UATU, A
WATCHER.

HE
IS HERE TO
BEAR SILENT
WITNESS TO THE
END OF THE
AGE OF
WONDERS.



AND
ALL HE CAN
DO IS OBSERVE...
AS ONLY
THE FITTEST
SURVIVE!

AT THAT MOMENT,
HALF A WORLD
AWAY...

... ON THE
NORTHEAST
COAST OF THE
UNITED
STATES...

... FIVE
HEROES...

IRON MAN

CAPTAIN
AMERICA

THOR

QUICKSILVER

SCARLET
WITCH

... MEMBERS OF THE MIGHTY
ASSEMBLAGE KNOWN AS THE
AVENGERS HEAD TOWARD
A MEETING WITH DESTINY.

DO
YOU THINK IT'S
POSSIBLE --

-- THAT
ANYONE
SURVIVED?

THE AVENGERS HAVE
ALWAYS KNOWN THE
XAVIER INSTITUTE TO
BE A WARM PLACE...

... A SECRET SANCTUARY TO THE
MUTANTS WHO HAVE DEDICATED
THEMSELVES TO DEFENDING A
WORLD WHICH WOULD RATHER
SEE THEM DEAD.

BUT TODAY, THE X-MEN'S
SANCTUARY HAS BEEN
VIOLATED.

BY ONE OF
THEIR OWN.

AND THE LIVES OF
THOSE WHO ONCE
LIVED HERE --

-- MIGHT VERY WELL BE
AS SHATTERED AS THIS
WESTCHESTER MANSION.

SEE IT FIRST! X-MEN
STILL ON SALE, IF YOU'RE
LUCKY! - Bob.



VISION... ANYTHING?

NO.

THE QUINJET'S SENSORS ARE NOT PICKING UP ANY LIFE READINGS... BUT THAT IS NOT UNEXPECTED.

AS MUTANTS, THE X-MEN HAVE MANY ENEMIES. SOME APPARENTLY KNOW OF THEIR SECRET MOTHERHOUSE, WHICH IS NO DOUBT HEAVILY SHIELDED FR--

THEY'RE ALIVE.

I CAN... SENSE THEM.

ALL OF THEM, EXCEPT XAVIER.

HIS NAME IS NATE GREY, NATIVE OF ANOTHER REALITY, A PARALLEL WORLD THAT NO LONGER EXISTS.

HE POSSESSES MORE RAW PSIONIC POWER THAN HIS YOUNG BODY CAN HOPE TO CONTAIN.



YOU'RE SAYING HE'S... DEAD?

NO, ONLY THAT HE ISN'T HERE, BUT HE WAS.

RECENTLY.

THAT MUCH SHOULD BE OBVIOUS FROM THE DAMAGE TO THE ESTATE.



WHY DON'T YOU PEOPLE WANT TO ACCEPT THE REALITY THAT XAVIER HAS --



NATE, WE'VE AGREED TO INVESTIGATE YOUR CONCERNS.

BUT WE'VE ALL KNOWN PROFESSOR X FOR YEARS.

WE'LL HAVE OUR ANSWERS SOON ENOUGH.



SOONER.

AVENGERS DESTROY --



IN THE INSTANT BEFORE IMPACT...

-- WE ARE UNDER ATTACK.



MAYBE
LATER, PAL.

FOR
THE MOMENT,
LET'S CONCENTRATE
ON THE QUESTIONS
AT HAND,
OK?

LIKE --
WHAT HAPPENED
HERE?

AS
TWO OF THE
NEWEST MEMBERS
OF THE X-MEN, YOU
MIGHT NOT REALIZE
OUR TEAMS HAVE A
LONG HISTORY
OF WORKING
TOGETHER.

IF WE
ARE NEEDED, THE
AVENGERS STAND
READY TO OFFER
ASSISTANCE.

IN RESPONSE...

... THE HEAVENS
THEMSELVES
SEEM TO OPEN!

WE
HAVE BEEN HAVING
SOMETHING OF A
DIFFICULT TIME WITH OUR
"FRIENDS" OF LATE,
AVENGERS...

THAT'S
PUTTING IT
ONE WAY.

... IF
YOU WILL BEAR
WITH US A
MOMENT, OLD
FRIENDS --

-- YOU
WILL UNDERSTAND
WHY YOU MUST ALLOW
PHOENIX TO TELEPATHICALLY
VERIFY YOUR IDENTITIES
BEFORE WE CAN ACCEPT
YOUR GENEROUS OFFER
OF ASSISTANCE.

CANNONBALL

PHOENIX

STORM

ICEMAN

NOTHING
PERSONAL...

TRANSLATED,
THAT MEANS "NOBODY
MOVES..."

...NOBODY
GETS HURT."

WOLVERINE

INSTEAD,
THEY DROP ME
SMACK IN THE
MIDDLE OF...

... OF ...

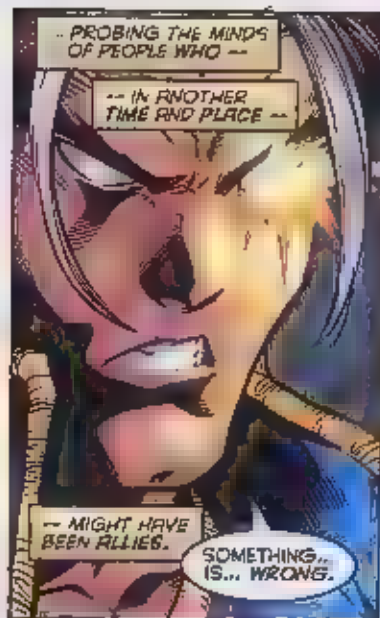
MADDER --P

BRIGHT,
NATE.

AFTER
THAT BATTLE
WITH HOLOCAUST®,
I WAS HOPING
THE AVENGERS
COULD HELP
ME.

HEREP
HOW
IS THAT...
POSSIBLE?

INSTINCTIVELY, AS THIS IMPULSIVE
YOUNG MAN DOES EVERYTHING,
HE REACHES OUT WITH THE POWER
OF HIS MIND...



PIETRO -- THE TELEPATHIC
ENERGY BEING EXPENDED
IS ALMOST
PALPABLE!

THIS
"X-MAN" IS
PULLING IMAGES
DIRECTLY FROM
THE X-MEN'S
MINDS!

BUT IMAGES
OF WHAT, MY
SISTER?

WHILE I'M ADMITTEDLY
FAIRLY NEW TO ALL
OF THIS --

-- I'M
GOING TO
GO OUT ON A
LIMB HERE AND
GUESS THAT'S
THE BAD
GUY!

IRON
MAN IS CORRECT
IT'S AN IMAGE OF
THE ENTITY THAT
ATTACKED
US.

IF
HE'S NOT
STOPPED --

-- SOON

-- HE
MAY VERY
WELL THREATEN
THE ENTIRE
WORLD.

HOW?

TRUST 'RO.
SHELLHEAD...

...HE'S
GOT THE
POWER... TO
DO IT!

SO
IT WOULD
APPEAR.

HAVE
TO STOP
HIM, WITHOUT
HURTING
HIM.

THAT SEEMS
ILLOGICAL,
MS. GREY

AND
THIS KID IS
ONLY MAKING
THINGS
WORSE!

WOAH!!



THE BEING WHO ATTACKED US?
IT CALLS ITSELF ONSLAUGHT.

HE IS PROFESSOR CHARLES XAVIER

IS THAT POSSIBLE?

OF COURSE IT'S POSSIBLE! SEE IT'S JUST LIKE I'VE SAID SINCE I CAME TO THIS REALITY!

BURIED SOMEWHERE IN ITS PSIONIC FORM IS THE MAN THE X-MEN HAVE KNOWN AND TRUSTED FOR YEARS --

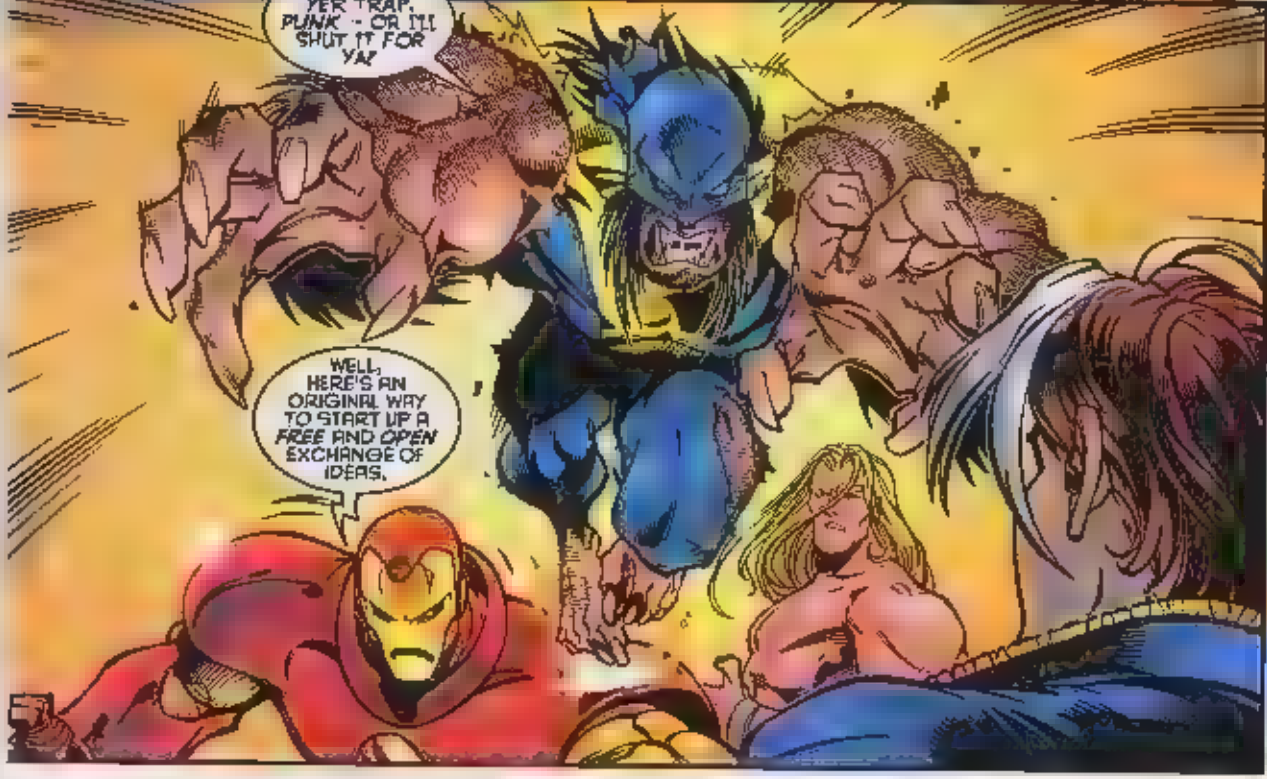
-- SINCE HE BROUGHT US ALL TOGETHER

CHARLES XAVIER IS A THREAT TO THIS WORLD AS SURELY AS APOCALYPSE WAS TO MY OWN!

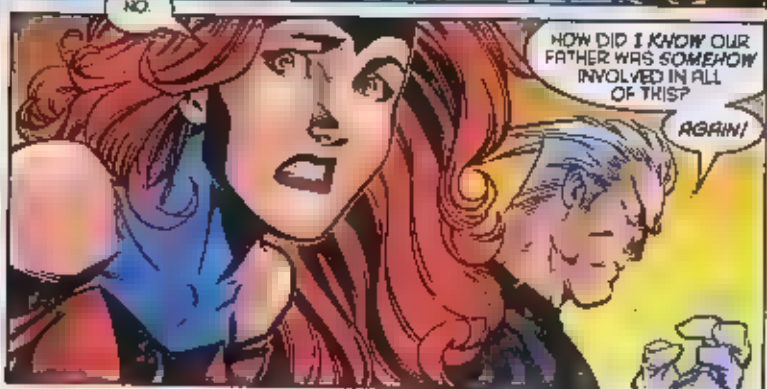
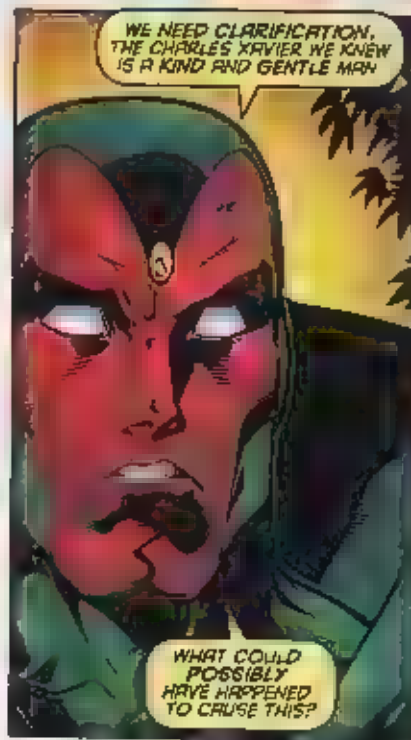
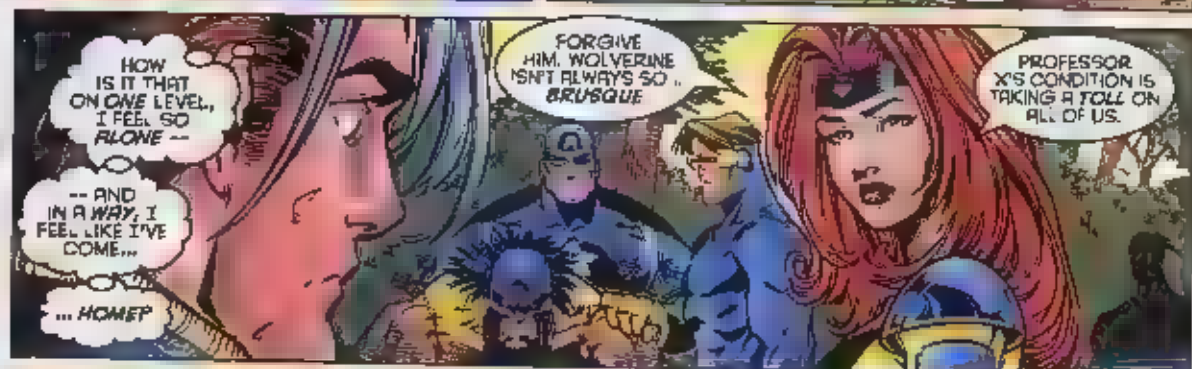
I'VE KNOWN THIS SINCE THE MOMENT I ENCOUNTERED HIM ON THE ASTRAL PLANE!

CHARLES XAVIER IS AN EVIL --

SHUT YER TRAP, PUNK - OR I'LL SHUT IT FOR YAZ!



WELL, HERE'S AN ORIGINAL WAY TO START UP A FREE AND OPEN EXCHANGE OF IDEAS.



OFF THE
RUGGED
COAST OF
SCOTLAND

IT IS THE SITE OF
A WORLD-RENNOWED
GENETIC RESEARCH
FACILITY...

... BUT IT ALSO
FUNCTIONS AS
HOME AND HEARTH
TO THE MUTANT
TEAM...

EXCALIBUR

MERCIFULLY,
ALL THE X-MEN
SURVIVED.

THANK
HEAVEN! BUT
WHAT ABOUT
CHARLES, NIGHT-
CRAWLER?

APPARENTLY,
MOIRA, HE -- OR
RATHER, ONSLAUGHT --
AND SOMEONE POSING
AS THE BEAST
MANAGED TO
ESCAPE.

AS OF
YET, NEITHER
THE X-MEN NOR OUR
CEREBRO MUTANT-
DETECTING UNITS
HAVE BEEN ABLE
TO GET A LOCK
ON THEM.

NOT
SURPRISING,
KURT, SEEING AS
HOW PROFESSOR X
WAS THE ONE WHO
DESIGNED CEREBRO

MEGGAN IS RIGHT.
THE ONLY THING
THAT IS
SURPRISING,
COMRADES.

... IS
THAT WE ARE
SITTING AROUND
STARING AT EACH
OTHER WHEN WE
SHOULD BE IN THE
STATES HELPING
THE OTHERS!

'TIS BECAUSE I ASKED
KURT TO HOLD OFF
DEPLOYING EXCALIBUR
JUST YET!
COLOSSUS...

... FOR THE
VERY SAME
REASON I REQUESTED
CYCLOPS AND PHOENIX
COME HERE AS
QUICKLY AS THEY
CAN.

CHARLES
XAVIER IS ONE
OF MY OLDEST
FRIENDS. ONCE WE
WERE MORE THAN
THAT

WHICH IS
WHY I HATE
TO EVEN SAY THIS,
THE KEY TO
DEFEATING THIS
"ONSLAUGHT"
MAY EXIST RIGHT
HERE

WHAT ARE
YOU TALKING
ABOUT?

ENOUGH WITH THE
SMOKE AND MIRRORS,
MACGAGGETT -- WHAT'S THE KEY
TO TAKING DOWN THIS PILLOCK?

WE NEVER WANTED
IT TO COME TO THIS.
KITTY
WISDOM.

BUT IT
MAY BE TIME
TO UNSEAL ...
THE XAVIER
PROTOCOLS.

XAVIER'S.

SEVERAL HUNDRED
YARDS BELOW THE
ESTATE

YOUR

YOU
MAY HAVE
KILLED THE
X-MEN

HE MIGHT BE ABLE
TO CHANGE THE
X-MEN'S DESTINY.

HE WAS
WRONG

WHILE THIS RECORDING
WAS MADE LESS THAN
AN HOUR AGO

"... THE MAN CALLED
BISHOP HAS HEARD
THESE WORDS ECHO
IN HIS EVERY DREAM
SINCE THE MOMENT
HE TRAVELED BACK
TO THIS ERA."

HE HAD HOPED THAT
BY SOMEHOW HAVING
LIMITED KNOWLEDGE
OF THE PAST --

CHUCK BART
WRITER
WILLIS - DOD

YOKAY?

I KNEW SOMEONE WOULD
BETRAY THE X-MEN... I
SAW THIS VERY TAPE ONE
HUNDRED YEARS
FROM NOW

BUT
HOW COULD
I HAVE
KNOWN --

DAT
I WAS
XAVIER?

YA
COULDN'T.

NO ONE
COULD.

I JUST HAVE ONE OF DOSE
PERSONALITIES PEOPLE
FIND SUSPICIOUS

I
OWE YOU AN
APOLOGY,
REMY

DON'T
BOTHR, MON
AMI

TAKE
COMFORT IN DE
SMALL CERTAINIES.
BISHOP YOU'LL
ALWAYS BE A RAYIN'
PARANOID --

-- AND
I'M ALWAYS GONNA
BE A CHARMIN' LOUSE

AND... THE
PROFESSOR,
LEBEAU?

I
CAN'T BELIEVE
DAT SOMEWHERE
BENEATH IT ALL -- DE
PROFESSOR AINT
STILL A GOOD
PERSON.

NOW
LET'S GET
UPSTAIRS 'IDE
OTHERS --

"... THEY'RE IN JEOPARDY
ROOM PUTTING TOGETHER
A STRATEGY TO TAKE
DOWN ONSLAUGHT."

"AT THIS MOMENT, ALL
THE EVIDENCE WOULD
SEEM TO POINT TO
THE INEVITABLE
CONCLUSION:

"ONSLAUGHT
IS PURE...
LIVING PSYCHIC
ENERGY."

"I WAS
INSIDE HIS
MIND IF ONLY
FOR AN
INSTANT."

"SOMEHOW,
THERE ARE ELEMENTS
OF BOTH XAVIER'S
AND MAGNETO'S PERSONA
IN THERE AS IF THE
FUSING HAS CREATED
A THIRD BEING."

"WE CAN
ONLY GUESS IT
OCCURRED WHEN
THE PROFESSOR
SHUT DOWN MAGNETO'S
MIND MONTHS AGO."

"AT THIS POINT, WE'RE
STILL UNCLEAR AS
TO

"SEEMS"

"STILL
UNCLEAR"

"SOMEHOW"

"SHOULD
IT SURPRISE
ANYONE THAT MY
FATHER'S SOMEHOW
INVOLVED IN THIS
AFFAIR?"

"PIETRO, YOU
MUST CALM
YOURSELF."

"I KNOW.
STILL, ARE WE
NEVER TO ESCAPE
MAGNETO'S
SHADOW?"

"THE TRUTH OF
THE MATTER IS,
MY FRIENDS, ANY
INFORMATION WE
HAVE RECEIVED UP
UNTIL NOW MUST
BE CONSIDERED
HIGHLY
SUSPECT..."

"SINCE
IT HAS ALL BEEN
INITIATED BY
ONSLAUGHT"

"EITHER
DIRECTLY OR
THROUGH HIS ACTIONS."

"DUNN" STILL

ONLY JUST
RECEIVED A BOLD
MESSAGE
FROM
DOMINO

SUNSPOT
DOMINO.
SIRYN.

I
TAKE IT THE REST
OF X-FORCE HAS
ARRIVED HOME
AS WELL.

A
DAY LATE AND A
DOLLAR SHORT,
STORM.

SO
I WOULD
SEEM

AND
NOT EVERYONE.
YE OLE FEARLESS
LEADER, CABLE, IS
OFF ON HIS OWN
DOING SOMETHING
OR OTHER.

YOU...
ARE NOT
CONCERNED?

ORORO,
NATHAN WAS
SHOUTING "FIRE
IN THE HOLE" WHEN
YOU WERE STILL
SCOOTING AROUND
CHIRO PICKING
POCKETS

HE
CAN TAKE
CARE OF
HIMSELF.

SO
FILL US IN EN ROUTE TO
WHEREVER WE'RE GOING
TO DO WHATEVER WE'RE DOING
TO WHOEVER WE'RE DOING T

SEE MICHAEL'S
OF CHIVE

WE
NEED A
PLAN.

SOME
OF US WILL GO
OFF IN SEARCH
OF MAGNETO, WHO
IS SOMEWHERE
HERE ON
EARTH.

WHILE
OTHERS NEED TO
WARN THE FANTASTIC
FOUR THAT XAVIER --
RATHER ONSLAUGHT
HAS TAKEN AN INTEREST
IN THE STATUS OF
THEIR SON.

AS NEAR AS I WAS ABLE TO DISCERN
FROM THE FILES I SAW THE PROFESSOR
VIEWING LAST NIGHT, FRANKLIN
RICHARDS IS NOT ONSLAUGHT'S
SOLE TARGET

JEAN
AND I ARE OFF
TO MUIR ISLAND BUT
DOMINO, I'D LIKE YOU
AND X-FORCE TO STAY
HERE AND KEEP AN
EYE ON THE
"X-MAN."

WHAT ARE
YOU TALKING
ABOUT?



GIVE ME
ONE GOOD
REASON WHY I
SHOULD STAY
HERE.

WE'RE
FRIENDS OF
CABLE. THE MAN
WHO SAVED
YE.

IF YE
DOUBT THAT,
READ ME MIND
AND SHUT YE
MOUTH,
BOY.



I'LL
SEE TO IT THAT THE
AVENGERS QUINJET IS
PREPARED... PERHAPS
HANK CAN JURY-RIG A
DEVICE CAPABLE OF
SIMULATING THE MUTANT-
TRACKING DEVICE,
CEREBRO.

SCOTT,
A
MOMENT,
PLEASE.



I AM...
WORRIED.
ABOUT
CABLE.



AS AM I,
STORM, BUT
RIGHT NOW
OUR PRIORITY
IS --

ONSLAUGHT,
YES, BUT
CABLE POSSESSES
PSIONIC POWERS
WHICH ARE PERHAPS
SECOND ONLY TO THE
PROFESSOR'S.

MAKING
HIM A
POTENTIAL
TARGET.

SOMETHING
I PROBABLY
WASN'T THINKING
ABOUT BECAUSE
I DIDN'T WANT TO
BE OVERLY
PROTECTIVE OF
MY SON.



THEN
I WILL BE
LEAV--

ORORO.

THANK
YOU.

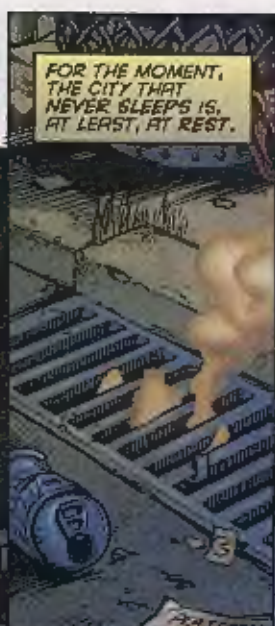
WE
ARE ALL GOING
TO MAKE IT
THROUGH THIS,
SCOTT.

GODDESS
WILLING... ALL
OF US.





FOR THE MOMENT,
THE CITY THAT
NEVER SLEEPS IS,
AT LEAST, AT REST.



THAT WON'T
LAST.



THIS
WILL DO,
McCOY.



I WAS
CERTAIN IT
WOULD FULFILL YOUR
NEEDS, ONSLAUGHT.
IT WAS IN THESE
SAME TUNNELS THAT I
SPENT NEARLY TWO
DECADES --

-- EXPERIMENTING ON
ALL MANNER OF GENETIC
MUTATIONS.

WHILE,
NO, I DIDN'T
CREATE THE MORLOCKS
WHO DWELT AMONG THESE
TUNNELS... I CERTAINLY
MADE THE MOST
OF --



STOP.

AARRGH!

YOU ARE
SPEAKING
TO ME AS IF
I WERE A
CHILD.

I AM
NOT.



I KNOW YOUR
EVERY THOUGHT
EVEN BEFORE YOU
THINK IT.



NOW...
ENOUGH
NOISE.

UNDERSTOOD?

GOOD.

I
ALLOWED
YOU TO JOIN
ME FOR TWO
REASONS.

FIRST,
I ENJOYED THE
BRAGADO YOU EXHIBITED
BY TRYING TO SECRET
YOURSELF AMONG THE
X-MEN... ALL THE WHILE
POSING AS OUR... AS
THEIR ORIGINAL
COMRADE.

YOUR
PLAN WAS
DOOMED BY MY
PRESENCE, OF COURSE,
BUT YOU COULD NOT
HAVE KNOWN
THAT.

MOST
IMPORTANT,
YOU ARE STILL
ALIVE BECAUSE YOU
ASSURED ME YOU
COULD PROVIDE
DARK ATTENDANTS
TO SERVE
ME.

WHERE
ARE THEY?

S-SOON,
ONSLAUGHT...
SOON...

YES,
SOON.

SOON
THIS ENTIRE
PLANET WILL
BE MINE...

... AND
AN ENTIRE
RACE WILL SUFFER
FOR THE SINS OF
THE IGNORANT
AND ARROGANCE
OF A FEW!

SOMEWHERE --

-- DEEP IN THE
HEART OF THIS
ONSLAUGHT...

CHARLES FRANCIS
XAVIER QUIETLY RAGES
AGAINST THE DYING
LIGHT OF A DREAM.

TO BE CONTINUED